

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.  
: :  
LEHMAN BROTHERS HOLDINGS INC., *et al.* : 08-13555 (JMP)  
: :  
Debtors. : (Jointly Administered)  
: :  
: :  
-----x

**AFFIDAVIT AND DISCLOSURE STATEMENT OF DR STEPHAN PFENNINGER,  
ON BEHALF OF TAX PARTNER AG**

CITY OF ZURICH )  
 )  
COUNTY OF SWITZERLAND )

Dr Stephan Pfenninger, being duly sworn, upon his oath, deposes and says:

1. I am a Partner of Tax Partner AG, located at Talstrasse 80, CH-8001  
Zurich, Switzerland (the "Firm").

2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the  
above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors")  
and, collectively with their non-debtor affiliates, ("Lehman"), have requested that the Firm  
provide tax services to the Debtors, and the Firm has consented to provide such services.

3. I submit this Affidavit in accordance with the procedures set forth in the  
order entered November 5, 2008 authorizing the Debtors to employ professionals utilized in the  
ordinary course of business [Docket No. 1394] in connection with the Firm's engagement with  
the Debtors, pursuant to sections 105(a), 327(a), 328, 330 and 504 of title 11 of the United  
States Code, 11 U.S.C. § 101 et seq.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

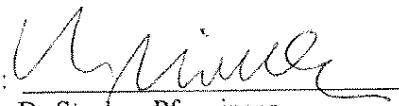
5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

6. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

7. The Debtors owe the Firm \$ Nil for prepetition services.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.<sup>1</sup>

Subscribed and sworn to before me  
this 8<sup>th</sup> day of April, 2010

By:   
Dr Stephan Pfenninger

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Notary Public

<sup>1</sup> If necessary.

Official Certification see reverse side

Official Certification

Seen for authentication of the reverse side signature, affixed in our presence by

Mr. **Stephan Johann Caspar PFENNINGER**, born 7 June 1963, Swiss citizen of Stäfa/ZH,  
according to his information residing at Geissbühlstrasse 52, 8704 Herisberg, Switzerland,  
identified by identity card.

Personal signature confirmed only; authorization to sign on behalf of the firm not verified.

Zürich, 8th April 2010

BK no. 21457/rc

Fee CHF 20.00



NOTARIAT ZÜRICH (ALTSTADT)

  
M. Müller-Smit, Notary Public

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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN  
BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively,  
the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Jennifer Sapp  
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Tax Partner AG  
Talstrasse 80  
CH-8001 Zurich  
Switzerland

2. Date of retention: 8<sup>th</sup> April 2010

3. Type of services provided (accounting, legal, etc.):

Tax services

4. Brief description of services to be provided:

Advice on different tax related issues that will arise as a result of the bankruptcy. Some of the tax issues will relate to, but are not limited to treaty analysis (withholding tax implications), repatriation to the US parent (dividend taxes), liquidations of the dormant entities (recognition of built in gains or losses), among others. Other general tax issues that may arise later on. This will involve international tax as well as domestic taxes and probably also liquidation. All are based on instruction.

5. Arrangements for compensation (hourly, contingent, etc.)

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(a) Average hourly rate (if applicable):

US\$ 500 (estimate, according to hours spent)

(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

The fee will not be more than \$150,000 per month and the total will not be over US\$ 1 million.

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: N/A

Date claim arose: N/A

Source of Claim: N/A

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

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Name: N/A

Status: N/A

Amount of Claim: N/A

Date claim arose: N/A

Source of claim: N/A

8. Stock of the Debtors currently held by the firm:

Kind of shares: N/A

No. of shares: N/A

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Kind of shares: N/A

No. of shares: N/A

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

N/A

11. Name of individual completing this form:

Dr Stephan Pfenninger, Partner, Tax Partner AG, Zurich, Switzerland

Signed:



Dr Stephan Pfenninger